

Invitation to the Annual General Meeting

The Board of Directors of **Nupharo Holding, a.s.**, Company ID No.: 294 16 809, registered office Prague 1, Václavské náměstí 813/57, zip code 110 00, registered in the Commercial Register administrated by Municipal Court in Prague, section B, entry 18909 (hereinafter referred to as the "**Company**") calls the Annual General Meeting of the Company to be held on June 9, 2015 at 1 p.m. at the address Klimentská 1746/52, Prague 1, 110 00.

Nupharo Park, a.s., Company ID No.: 290 31 621, registered office Prague 1, Václavskénáměstí 813/57, zip code 110 00, registered in the Commercial Register administrated by Municipal Court in Prague, section B, entry 15928 (hereinafter referred to as "**Nupharo Park, a.s.**")

Nupharo Services, s.r.o., Company ID No.: 015 44 217, registered office Prague 1, Václavskénáměstí 813/57, zip code 110 00, registered in the Commercial Register administrated by Municipal Court in Prague, section C, entry 208192 (hereinafter referred to as "**Nupharo Services, s.r.o.**")

Agenda of the General Meeting:

1. Opening, checking the quorum of the General Meeting of the Company to adopt resolutions;
2. Election of bodies of the General Meeting;
3. Approval of the financial statements of the Company, of Nupharo Park, a.s. and of Nupharo Services, s.r.o. in 2014;
4. Resolution on results of the economic performance of the Company, of Nupharo Park, a.s. and of Nupharo Services, s.r.o. in 2014;
5. Approval of the Report on the business activities of the Company and of the Nupharo Park, a.s. in 2014;
6. Approval of the Supervisory Board Report of the Company and of Nupharo Park, a.s. on monitoring conducted in 2014;
7. Approval of the Report on Relations for the year 2014 of Nupharo Park, a.s. and of the Report on Relations for the year 2014 of Nupharo Services, s.r.o.;
8. Miscellaneous;
9. Conclusion.

Pursuant to Article 407 (1f) of Act No. 90/2012 Coll., on Commercial Companies and Cooperatives (hereinafter referred to as "**ZOK**"), the Board of Directors presents proposals for individual resolutions and their justification:

Pertaining to the item 2. of the Agenda:

Draft resolution:

The General Meeting elects bodies of the General Meeting.

Justification:

Pursuant to Article 12 (5) of the Articles of Association of the Company, the General Meeting elects the Chairman first, then record-keepers, two verifiers of the minutes and scrutineers.

Pertaining to the item 3. of the Agenda:

Draft resolution:

- 3.1. *The General Meeting approves the Financial statement of the Company for the accounting period of 2014.*
- 3.2. *The General Meeting approves the Financial statement of the Nupharo Park, a.s. for the accounting period of 2014.*
- 3.3. *The General Meeting approves the Financial statement of the Nupharo Services, s.r.o. for the accounting period of 2014.*

Justification:

The reason for proposing the above-mentioned resolutions of the General Meeting is the fulfillment of duties pursuant to Article 181 (2) of ZOK and pursuant to Article 403 (1) of ZOK.

Pertaining to the item 4. of the Agenda:

Draft resolution:

- 4.1. *The General Meeting approves the proposal on the carry-over of the loss of the Company for the accounting period of 2014 in the total amount of CZK 101 264,45 to the next accounting period as "accumulated loss over the previous years."*
- 4.2. *The General Meeting approves the proposal on the carry-over of the loss of Nupharo Park, a.s. for the accounting period of 2014 in the total amount of CZK 9 939 850,07 to the next accounting period as "accumulated loss over the previous years."*
- 4.3. *The General Meeting approves the proposal on setting-off profits of the Nupharo Services, s.r.o. for fiscal year 2014 in the total amount of CZK 31.375,15 against losses carried over from previous years.*

Justification:

The reason for proposing the above-mentioned resolutions of the General Meeting is the fulfillment of duties pursuant to Article 181 (2) of ZOK and 403 (1) of ZOK. Given that Nupharo Services has in fiscal year 2014 achieved profits and the losses from previous years in the aggregate amount of CZK 130 571,59 were carried over, the profits achieved for 2014 will be set-off against losses from previous years.

Pertaining to the item 5. of the Agenda:

Draft resolution:

- 5.1. *The General Meeting takes note of the Report on the business activities of the Company in 2014.*
- 5.2. *The General Meeting takes note of the Report on the business activities of Nupharo Park, a.s. in 2014.*

Justification:

The reason for proposing the above-mentioned resolutions of the General Meeting is the fulfillment of duties pursuant to Article 435 (4) of ZOK and 436 (2) of ZOK.

Pertaining to the item 6. of the Agenda:

Draft resolution:

- 6.1. *The General Meeting takes note of the Supervisory Board report of the Company on monitoring conducted in 2014.*
- 6.2. *The General Meeting takes note of the Supervisory Board report of Nupharo Park, a.s. on monitoring conducted in 2014.*

Justification:

The reason for proposing the above-mentioned resolutions of the General Meeting is the fulfillment of duties pursuant to Article 447 (3) of ZOK.

Pertaining to the item 7. of the Agenda:

Draft resolution:

- 8.1. *The General Meeting approves the Report on Relations for the year 2014 of Nupharo Park, a.s.*
- 8.2. *The General Meeting approves the Report on Relations for the year 2014 of Nupharo Services, s.r.o.*

Justification:

The reason for proposing the above-mentioned resolutions of the General Meeting is the fulfillment of duties pursuant to Article 84 (1) of ZOK.

Prague, May 6, 2015



Nupharo Holding, a.s.
Milan Gánik
Chairman of the Board of Directors